

LEONARD, STREET AND DEINARD

PROFESSIONAL ASSOCIATION

RECORDATION NO. 4446-H FILED

JAN 2 '01 3-22 PM  
TS

SURFACE TRANSPORTATION BOARD

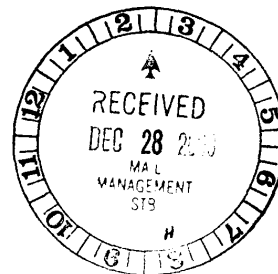
Barry McGrath

[barry.mcgrath@leonard.com](mailto:barry.mcgrath@leonard.com)

612-335-1931

December 27, 2000

Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001



Re: Discharge and Reconveyance of Railroad Equipment Lien

Dear Secretary Williams:

I have enclosed an original and certified true copy of the document described below, to be recorded pursuant to Section 11301 of Title 49, United States Code.

This document entitled DISCHARGE AND RECONVEYANCE dated December 15, 2000, is a secondary document to be filed and recorded under **Recordation No. 4446**.

The primary document, Canadian Pacific Railway Equipment Trust, Series R, dated July 17, 1967, is recorded under Recordation No. 4446. Other secondary documents, recorded under Recordation Nos. 4446-A through 4446-G, reflect that during the term of the Canadian Pacific Railway Equipment Trust, Series R, Canadian Pacific Railway Company became known as Canadian Pacific Limited. These secondary documents also reflect the renumbering of equipment, substitution of equipment and replacement of destroyed equipment.

The enclosed DISCHARGE AND RECONVEYANCE has been executed by the Harris Trust Company of New York, formerly known as and successor to the Bank of Montreal Trust Company. It reflects the transfer of title in the trust equipment to Canadian Pacific Limited and discharges the company from any further obligation under Canadian Pacific Equipment Trust, Series R.

150 SOUTH FIFTH STREET SUITE 2300 MINNEAPOLIS, MINNESOTA 55402 TEL 612-335-1500 FAX 612-335-1657  
2028924v1

LAW OFFICES IN MINNEAPOLIS, SAINT PAUL AND MANKATO

Vernon A. Williams, Secretary  
Surface Transportation board  
December 27, 2000  
Page 2

The address of the lessor is the Harris Trust Company of New York, 88 Pine Street, New York, New York 10005, and the address of the lessee is Canadian Pacific Limited, 1800 Bankers Hall East, 855 2nd Street S.W., Calgary, Alberta T2P 4Z5. The equipment is described in Schedule A to the enclosed DISCHARGE AND RECONVEYANCE and consists of the following: 237 Box Cars, 141 Refrigerator Cars, 295 Flat Cars, 476 Covered Hoppers, and 33 Diesel Electric Locomotives:

# of Cars	Box Cars Road Nos.
1	78015
5	080967 – 080971
12	080973 – 080984
7	080986 – 080992
4	080994 – 080997
3	080999 – 081001
8	081003 – 081010
2	081012 – 081013
21	081015 – 081035
14	081038 – 081051
9	081053 – 081061
1	081063
3	081066 – 081068
7	081070 – 081076
3	081078 – 081080
2	081082 – 081083
9	081086 – 081094
2	081096 – 081097
1	081099
5	081101 – 081105
10	081107 – 081116
15	081119 – 081133
15	081136 – 081150
3	081152 – 081154
5	081156 – 081160
18	081162 – 081179
3	081181 – 081183
15	081185 – 081199
1	081202
3	081204 – 081206
1	081208
7	081210 – 081216
12	084977 – 084988
10	084990 – 084999

# of Cars	Refrigerator Cars Road Nos.
1	286135
4	286140 – 286143
5	286145 – 286149
1	286151
1	286153
1	286155
3	286158 – 286159
7	286162 – 286168
2	286173 – 286174
1	286177
1	286180
1	286184
1	286186
6	286188 – 286193
4	286195 – 286198
1	286202
2	286206 – 286207
5	286211 – 286215
1	286217
3	286220 – 286222
1	286224
2	286228 – 286229
1	286233
1	286235
1	286237
1	286239
1	286241
1	286243
2	286246 – 286247
1	286249
1	286252
1	286254
1	286259
1	286262

[illegible]

Vernon A. Williams, Secretary  
 Surface Transportation board  
 December 27, 2000  
 Page 3

# of Cars	Flat Cars Road Nos.
29	304200 – 304228
34	304230 – 304263
17	304265 – 304281
4	313500 – 313503
16	313505 – 313520
28	313522 – 313549
8	315000 – 315007
9	315009 – 315017
38	315019 – 315056
9	315058 – 315066
2	315068 – 315069
10	315071 – 315080
5	315082 – 315086
5	315088 – 315092
13	315094 – 315106
4	315108 – 315111
6	315129 – 315134
4	319000 – 319003
33	520900 – 520932
2	520934 – 520935
4	570050 – 570053

# of Cars	Covered Hoppers Road Nos.
11	382500 - 382510
6	382512 – 382517
16	382519 – 382534
7	382536 – 382542
10	382544 – 382553
5	382555 – 382559
10	382562 – 382571
9	382573 – 382581
1	382583
15	382585 – 382599
6	382601 – 382606
4	382608 – 382611
6	382613 – 382618
5	382621 – 382625
9	382627 – 382635
32	382637 – 382668
2	382681 – 382682
8	382684 – 382691
11	382693 – 382703
3	382705 – 382707
39	382711 – 382749

# of Cars	Covered Hoppers Road Nos. (Cont.)
8	382751 – 382758
5	382760 – 382764
16	382766 – 372781
18	382784 – 382801
2	382803 – 382804
18	382806 – 382823
72	382825 – 382896
51	382898 – 382948
7	382950 – 382956
2	382958 – 382959
12	382961 – 382972
22	382974 – 382995
7	385600 – 385606
10	385608 – 385617
1	385619

# of Locos	Diesel Electric Locomotives Road Nos.
33	5532 – 5564

A fee of \$26 payable by check to the Secretary, Surface Transportation Board, is enclosed herewith. Please return the original of the DISCHARGE AND RECONVEYANCE to the undersigned at the above address.

A short summary of the document to appear in the index is as follows:

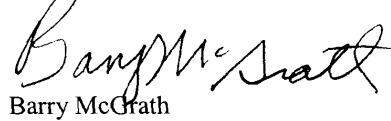
“Discharge and Reconveyance to Canadian Pacific Railway Equipment Trust, Series R, dated 12/15/2000 from the Harris Trust Company of New York, formerly known as the Bank of Montreal Trust Company, to Canadian Pacific Limited under Recordation No. 4446 and covering railroad freight cars and locomotives.”

Vernon A. Williams, Secretary  
Surface Transportation board  
December 27, 2000  
Page 4

Please date-stamp the enclosed copy of this letter and return to the undersigned in the self-addressed, stamped envelope, also enclosed. If you have any questions or comments, please contact me at the above telephone number. Thank you.

Yours very truly,

LEONARD, STREET AND DEINARD  
*Professional Association*

A handwritten signature in cursive script, appearing to read "Barry McGrath".

Barry McGrath

BM/mb  
Enclosures

cc: Don Barnhardt (w/ enc.)

RECORDATION NO. 4446-H FILED

**DISCHARGE AND RECONVEYANCE**

JAN 2 '01

3-2 2 PM

**SURFACE TRANSPORTATION BOARD**

WE, the Harris Trust Company of New York hereby certify that the Harris Trust Company of New York, was formerly known as and is the successor in interest to, the Bank of Montreal Trust Company. The Bank of Montreal Trust Company (the "Former Trustee") served as trustee under Canadian Pacific Railway Equipment Trust, Series R, dated July 17, 1967, inclusive of the Equipment Trust Agreement and Lease of Railroad Equipment (the "Trust Agreement and Lease"), executed by and between the Former Trustee and Canadian Pacific Limited (the "Company"), and having been filed and recorded by the Interstate Commerce Commission under Recordation No. 4446.

WE, the Harris Trust Company of New York, do hereby certify that the Company has fully paid all rentals as required by the terms and conditions of the Trust Agreement and Lease in an amount sufficient to meet, discharge and cancel all the Certificates of interest in said Canadian Pacific Equipment Trust, Series R, created in respect of the Trust Equipment and the dividends thereon, as well as all other payments and charges specified in Article 7 of the Trust Agreement and Lease.

NOW THEREFORE, in consideration of the sum of \$1.00 and other good and valuable consideration, the receipt of which is hereby acknowledged, Harris Trust Company of New York, as successor in interest to the Former Trustee, by these presents does resell, reassign, transfer and set over, unto the Company, the railroad equipment described in Schedule "A" annexed hereto, to have and to hold the said railroad equipment unto the Company, its successors

and assigns, absolutely and forever, and discharges the Company from any further obligation under said Canadian Pacific Equipment Trust, Series R, as provided therein.

IN WITNESS WHEREOF, Harris Trust Company of New York, as successor in interest to the Former Trustee, has caused this instrument to be duly executed as of this 15<sup>th</sup> day of December, 2000.

HARRIS TRUST COMPANY OF NEW  
YORK, as successor in interest to the Former  
Trustee

(SEAL)

Attested:

By:

Vice President


By:

Vice President

[illegible]

On this 15TH day of December, 2000, before me personally appeared Joseph McFadden, to me personally known, who being by me duly sworn, says that he is the Vice President of HARRIS TRUST COMPANY OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

  
Notary Public  
My Commission expires

**ANTONIO R. ALVES**  
**NOTARY PUBLIC, State of New York**  
**No. 41-4615119**  
**Qualified in Queens County**  
**Term Expires January 31, 2002**

TRUST "R"

SCHEDULE A

BOX CARS

78015  
080967-080971  
080973-080984  
080986-080992  
080994-080997  
080999-081001  
081003-081010  
081012-081013  
081015-081035  
081038-081051  
081053-081061  
081063  
081066-081068  
081070-081076  
081078-081080  
081082-081083  
081086-081094  
081096-081097  
081099  
081101-081105  
081107-081116  
081119-081133  
081136-081150  
081152-081154  
081156-081160  
081162-081179  
081181-081183  
081185-081199  
081202  
081204-081206  
081208  
081210-081216  
  
084977-084988  
084990-084999

REFRIGERATOR CARS

286135  
286140-286143  
286145-286149  
286151  
286153  
286155  
286158-286159  
286162-286168  
286173-286174

286177  
286180  
286184  
286186  
286188-286193  
286195-286198  
286202  
286206-286207  
286211-286215  
286217  
286220-286222  
286224  
286228-286229  
286233  
286235  
286237  
286239  
286241  
286243  
286246-286247  
286249  
286252  
286254  
286259  
286262  
286264  
286266-286268  
286272-286274  
  
287016-287019  
287136-287137  
287143-287148  
287150  
287154  
287163  
287167-287169  
287173-287174  
287177-287178  
287182-287185  
287187-287189  
287200-287201  
287205-287208  
287211-287213  
287218-287220  
287222-287223  
287226



REFRIGERATOR CARS CON'T

287228  
287230-287240  
287242  
287244-287250  
287252  
287255-287256

FLAT CARS

304200-304228  
304230-304263  
304265-304281

313500-313503  
313505-313520  
313522-313549

315000-315007  
315009-315017  
315019-315056  
315058-315066  
315068-315069  
315071-315080  
315082-315086  
315088-315092  
315094-315106  
315108-315111  
315113-315127  
315129-315134

319000-319003

COVERED HOPPERS

382500-382510  
382512-382517  
382519-382534  
382536-382542  
382544-382553  
382555-382559  
382562-382571  
382573-382581  
382583  
382585-382599  
382601-382606  
382608-382611  
382613-382618  
382621-382625

382627-382635  
382637-382668  
382670-382679  
382681-382682  
382684-382691  
382693-382703  
382705-382707  
382711-382749  
382751-382758  
382760-382764  
382766-382781  
382784-382801  
382803-382804  
382806-382823  
382825-382896  
382898-382948  
382950-382956  
382958-382959  
382961-382972  
382974-382995

385600-385606  
385608-385617  
385619

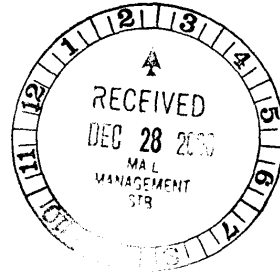
FLAT CARS

520900-520932  
520934-520935

570050-570053

DIESEL ELECTRIC LOCOMOTIVES

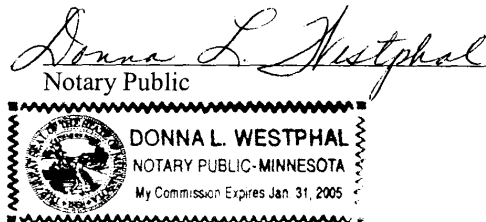
5532-5564



**CERTIFICATE OF TRUE COPY**

In accordance with 49 C.F.R. § 1177.3(b)(1), this is to certify that the undersigned, a notary public, State of Minnesota, County of Hennepin, has compared the original DISCHARGE AND RECONVEYANCE, 12/15/00, with the attached copy thereof and states that the copy is a true, complete and identical copy in all respects to the said DISCHARGE AND RECONVEYANCE.

Dated: Dec. 27, 2000



1909134v1 (14X35011.DOC)

RECORDATION NO. 4446-H FILED

JAN 2 '01 3-22 PM

SURFACE TRANSPORTATION BOARD